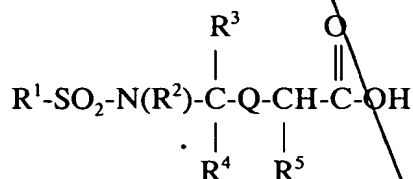


C
--1. (twice amended) A compound of formula I:



where

R¹ is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

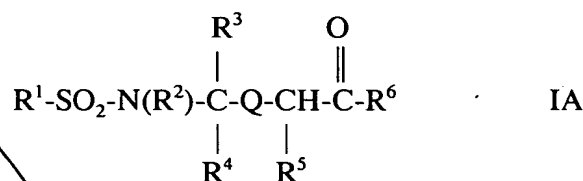
R² and R³ together with the nitrogen atom bound to R² and the carbon atom bound to R³ form a heterocyclic or a substituted heterocyclic group selected from the group consisting of thiazolidinyl, piperidinyl and pyrrolidinyl wherein said substituted heterocyclic group contains from 1 to 2 substituents selected from the group consisting of fluoro, methyl, hydroxyl, amino, phenyl, thiophenyl and thiobenzyl;

R⁴ is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R⁵ is selected from the group consisting of isopropyl, -CH₂X and =CH-X where X is selected from the group consisting of hydrogen, hydroxyl, acylamino, alkyl, alkoxy, aryloxy, aryl, aryloxyaryl, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted alkyl, substituted alkoxy, substituted aryl, substituted aryloxy, substituted aryloxyaryl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic with the proviso that when R⁵ is =CH-X then (H) is removed from the formula and X is not hydroxyl;

Q is -C(X)NR⁷- wherein R⁷ is selected from the group consisting of hydrogen and alkyl; and X is selected from the group consisting of oxygen and sulfur; or pharmaceutically acceptable salts thereof.

C
B
2. (twice amended) A compound of formula IA below:



where

R¹ is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, heteroaryl and substituted heteroaryl;

R² and R³ together with the nitrogen atom bound to R² and the carbon atom bound to R³ form a heterocyclic or a substituted heterocyclic group selected from the group consisting of thiazolidinyl, piperidinyl and pyrrolidinyl wherein said substituted heterocyclic group contains from 1 to 2 substituents selected from the group consisting of fluoro, methyl, hydroxyl, amino, phenyl, thiophenyl and thiobenzyl;

R⁴ is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R⁵ is selected from the group consisting of isopropyl, -CH₂X and =CH-X where X is selected from the group consisting of hydrogen, hydroxyl, acylamino, alkyl, alkoxy, aryloxy, aryl, aryloxyaryl, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted alkyl, substituted alkoxy, substituted aryl, substituted aryloxy, substituted aryloxyaryl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic with the proviso that when R⁵ is =CH-X then (H) is removed from the formula and X is not hydroxyl;

R⁶ is selected from the group consisting of amino, alkoxy, substituted alkoxy, cycloalkoxy, substituted cycloalkoxy, -O-(N-succinimidyl), -NH-adamantyl, -O-cholest-5-en-3-β-yl, -NHOY where Y is hydrogen, alkyl, substituted alkyl, aryl, or substituted aryl,

C
 ~~$\text{-NH(CH}_2\text{)}_p\text{COOY}$ where p is an integer of from 1 to 8 and Y is as defined above,
 $\text{-OCH}_2\text{NR}^9\text{R}^{10}$ where R^9 is selected from the group consisting of -C(O)-aryl and -C(O)-
substituted aryl and R^{10} is selected from the group consisting of hydrogen and $\text{-CH}_2\text{COOR}^{11}$
where R^{11} is alkyl, and $\text{-NHSO}_2\text{Z}$ where Z is alkyl, substituted alkyl, cycloalkyl, substituted
cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic or
substituted heterocyclic;~~

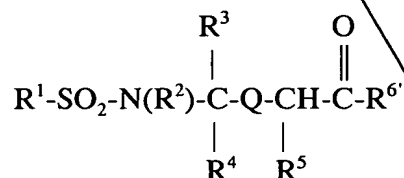
~~Q is $\text{-C(X)NR}^7\text{-}$ wherein R^7 is selected from the group consisting of hydrogen and
alkyl; and X is selected from the group consisting of oxygen and sulfur;~~

~~or pharmaceutically acceptable salts thereof~~

~~with the proviso that~~

~~when R^1 is p -methylphenyl, R^2 and R^3 are joined together with the nitrogen atom
pendent to R^2 and the carbon atom pendent to R^3 to form a pyrrolidinyl ring, R^4 is methyl,
 R^5 is p -hydroxybenzyl then R^6 is not t -butoxy.~~

C
~~16. (twice amended) A pharmaceutical composition comprising a pharmaceutically
acceptable carrier and a therapeutically effective amount of a compound of the formula:~~



where

R^1 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted
aryl, cycloalkyl, substituted cycloalkyl, heterocyclic, substituted heterocyclic, heteroaryl and
substituted heteroaryl;

R^2 and R^3 together with the nitrogen atom bound to R^2 and the carbon atom bound to
 R^3 form a heterocyclic or a substituted heterocyclic group selected from the group
consisting of thiazolidinyl, piperidinyl and pyrrolidinyl wherein said substituted

CP
heterocyclic group contains from 1 to 2 substituents selected from the group consisting of fluoro, methyl, hydroxyl, amino, phenyl, thiophenyl and thiobenzyl;

R^4 is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heteroaryl, and substituted heteroaryl;

R^5 is selected from the group consisting of isopropyl, $-CH_2X$ and $=CH-X$ where X is selected from the group consisting of hydrogen, hydroxyl, acylamino, alkyl, alkoxy, aryloxy, aryl, aryloxyaryl, carboxyl, carboxylalkyl, carboxyl-substituted alkyl, carboxyl-cycloalkyl, carboxyl-substituted cycloalkyl, carboxylaryl, carboxyl-substituted aryl, carboxylheteroaryl, carboxyl-substituted heteroaryl, carboxylheterocyclic, carboxyl-substituted heterocyclic, cycloalkyl, substituted alkyl, substituted alkoxy, substituted aryl, substituted aryloxy, substituted aryloxyaryl, substituted cycloalkyl, heteroaryl, substituted heteroaryl, heterocyclic and substituted heterocyclic with the proviso that when R^5 is $=CH-X$ then (H) is removed from the formula and X is not hydroxyl;

$R^{6'}$ is selected from the group consisting of 2,4-dioxo-tetrahydrofuran-3-yl (3,4-enol), hydroxyl, amino, alkoxy, substituted alkoxy, cycloalkoxy, substituted cycloalkoxy, $-O-(N\text{-succinimidyl})$, $-NH\text{-adamantyl}$, $-O\text{-cholest-5-en-3-}\beta\text{-yl}$, $-NHOY$ where Y is hydrogen, alkyl, substituted alkyl, aryl, or substituted aryl, $-NH(CH_2)_pCOOY$ where p is an integer of from 1 to 8 and Y is as defined above, $-OCH_2NR^9R^{10}$ where R^9 is selected from the group consisting of $-C(O)\text{-aryl}$ and $-C(O)\text{-substituted aryl}$ and R^{10} is selected from the group consisting of hydrogen and $-CH_2COOR^{11}$ where R^{11} is alkyl, and $-NHSO_2Z$ where Z is alkyl, substituted alkyl, cycloalkyl, substituted cycloalkyl, aryl, substituted aryl, heteroaryl, substituted heteroaryl, heterocyclic or substituted heterocyclic;

Q is $-C(X)NR^7$ wherein R^7 is selected from the group consisting of hydrogen and alkyl; and X is selected from the group consisting of oxygen and sulfur;

or pharmaceutically acceptable salts thereof

with the proviso that

when R^1 is *p*-methylphenyl, R^2 and R^3 are joined together with the nitrogen atom pendent to R^2 and the carbon atom pendent to R^3 to form a pyrrolidinyl ring, R^4 is methyl, R^5 is *p*-hydroxybenzyl then $R^{6'}$ is not *t*-butoxy.

B³ 18. (twice amended) The method according to Claim 17 wherein said inflammatory disease is selected from the group consisting of asthma, Alzheimer's disease, atherosclerosis, AIDS dementia, diabetes, inflammatory bowel disease, multiple sclerosis, rheumatoid arthritis, tissue transplantation, tumor metastasis, meningitis, encephalitis, cerebral traumas, nephritis, retinitis, atopic dermatitis, psoriasis, myocardial ischemia and acute leukocyte-mediated lung injury which occurs in adult respiratory distress syndrome.--